

As amended 22 February 2023

**Bylaws of  
Burton Community Association (the "Society")**

  
**T.K. SPARKS**

**Part 1 – Interpretation**

Definitions

1.1. In these Bylaws:

- “Act” means the Societies Act of British Columbia as amended from time to time;
- “Bylaws” means these bylaws as altered from time to time;
- “Community” means the geographical area described as on the attached map.

Definitions in Act apply

- 1.2. The definitions in the Act apply to these Bylaws.

Interpretation

- 1.3. In these Bylaws, words in the singular form include the plural and vice versa and words importing a specific gender include the other gender and a corporation.

Conflicts with Act or regulations

- 1.4. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulation, as the case may be, prevail.

**Part 2 –Membership**

Membership

- 2.1. There shall be one class of member and all members shall be voting members and, except as provided in Bylaw 2.7, are entitled to vote at a general meeting and consent to a resolution of members.

Application for membership

2.2.

- 2.2.1 An individual who is at least 19 years of age and complies with any of the following conditions may apply for membership in the Society:
- (a) an individual who ordinarily resides in the Community;
  - (b) an individual who owns real property in the Community or an individual who is the spouse of an individual who owns real property in the Community;
- and the Directors shall accept the application of any such individual to become a member.
- 2.2.2 Any individual who does not comply with 2.2.1 may apply to the Directors for membership in the Society, the Directors shall consider such application and such individual shall become a member only upon the Directors' acceptance of the application.

Compliance with Bylaws

- 2.3. Every member must uphold the constitution and comply with the Bylaws.

#### Amount of membership dues

- 2.4. The amount of the membership dues, if any, whether annual or otherwise, shall be determined by the directors, from time to time.

#### Members in good standing

- 2.5. All members are in good standing other than members who are not in good standing under Bylaw 2.6.

#### Members not in good standing

- 2.6.
  - 2.6.1 A member is not in good standing if the member fails to pay the member's dues, if any, or any other debt owing by the member to the Society, and the member is not in good standing for so long as the debt remains unpaid.
  - 2.6.2 A member, other than a member accepted by the directors under Bylaw 2.2.2, is not in good standing if that person no longer complies with the conditions in Bylaw 2.2.1 (a) and/or (b).

#### Members not in good standing may not vote

- 2.7. A voting member who is not in good standing may not
  - (a) vote at a general meeting, or
  - (b) consent to a resolution of members.

#### Termination of membership if member not in good standing

- 2.8. A person's membership in the Society is terminated if the person is not in good standing for 12 consecutive months.
- 2.9. A person ceases to be a member of the Society
  - (a) by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
  - (b) on his or her death,; or
  - (c) on being expelled.
- 2.10. A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.11. The notice of special resolution for expulsion must be accompanied by a brief statement of the reason for the proposed expulsion.
- 2.12. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

#### Register of members

- 2.13. The Society shall maintain a register of members, including email contact information provided by each member, where available.

### **Part 3 – Meetings of Members**

#### Time and place of meeting

- 3.1. A general meeting must be held at least once in each calendar year and shall be held at the time and place that the directors determine.

#### Ordinary business

- 3.2. At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order
  - (b) consideration of the financial statements of the Society;
  - (c) consideration of the financial budget for the upcoming year;
  - (d) consideration of the auditor's report, if any;
  - (e) consideration of the directors' report on the financial statements and any other directors' reports to the members;
  - (f) the election or appointment of directors.

#### Notice of general meeting

- 3.3. Written notice of the date, time and location of a general meeting must be given, not less than 14 days and not more than 60 days before a general meeting. Notice shall be considered to have been delivered to each member if the Society sends such Notice by email to the email address provided by a member and posts the Notice at the Burton Community Hall in a conspicuous place. A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

#### Chair of meeting

- 3.4. The following individual must preside as the chair of a general meeting:
- (a) the president of the Society;
  - (b) the vice-president of the Society, if the president is unwilling or unable to preside as the chair;
  - (c) one of the other directors present at the meeting, if the president and vice-president are unwilling or unable to preside as the chair.

#### Alternate chair of meeting

- 3.5. If, at a general meeting,
- (a) there is no director present within 15 minutes from the time set for holding the meeting, or
  - (b) none of the directors present is willing and able to preside as the chair of the meeting;
- the members who are present must elect one of those members to preside as the chair.

#### Quorum required

- 3.6. The number of members that constitutes a quorum at a general meeting is five (5) members. No business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, may be conducted at a general meeting when a quorum of voting members is not present.

#### Lack of quorum at commencement of meeting

- 3.7. If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members present constitute a quorum for that meeting.

#### If quorum ceases to be present

- 3.8. If at any time during a general meeting there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

#### Adjournments by chair

- 3.9. The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be conducted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

#### Notice of continuation of adjourned general meeting

- 3.10. It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given

#### Order of business at a general meeting

- 3.11. The order of business at a general meeting is as follows:
- (a) elect a person to chair the meeting, if necessary;
  - (b) determine that there is a quorum;
  - (c) approve the agenda;
  - (d) approve the minutes from the last general meeting;
  - (e) deal with unfinished business from the last general meeting;
  - (f) if the meeting is an annual general meeting,
    - (i) receive the directors' report on the financial statements of the Society for the previous financial year and the auditor's report, if any, on those statements,
    - (ii) receive the financial budget for the upcoming year,
    - (iii) receive any other reports of directors; activities and decisions since the previous annual general meeting, and
    - (iv) elect or appoint directors;
  - (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
  - (h) terminate the meeting.

Resolution need not be seconded

- 3.12. A resolution proposed at a general meeting need not be seconded.

Chair may propose resolution

- 3.13. The chair of a general meeting may propose a resolution.

Chair has no casting or second vote

- 3.14. The chair of a general meeting does not have a casting or second vote at the meeting in addition to the vote to which the chair may be entitled as a member.

Methods of voting

- 3.15. At a general meeting, voting must be by show of hands except that if, before or after any vote by show of hands, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting voting must be by secret ballot.

Announcement of results

- 3.16. The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting

- 3.17. Voting by proxy is not permitted.

## **Part 4 – Directors**

Number and function of directors

- 4.1. The Society must have a board of directors consisting of a least 5 persons and not more than 9 persons and at least one of the directors must be ordinarily resident in British Columbia. Subject to the Act, the regulations and the Bylaws the directors shall manage, or supervise the management of, the activities and internal affairs of the Society.

Two year term of office

- 4.2. A director's term of office shall expire at the close of the second annual general meeting after the director's designation, election or appointment.

Election or appointment of directors

- 4.3. At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint directors to fill, to the extent practicable, all directors' positions that are vacant or are to become vacant at the close of such meeting. No more than one person from any particular household may be elected to the position of director.

Termination of appointment of director filling casual vacancy

- 4.5. A director appointed under Bylaw 4.4 ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

#### Remuneration of directors

- 4.6. A director must not be remunerated for being a director, but a director may receive remuneration for services provided to the Society in another capacity.

#### Validity of acts of directors

- 4.7 An act of a director is not invalid merely because of an irregularity in the director's designation, election or appointment or a defect in the qualifications of that director.

#### Validity of acts of the Society

- 4.8. An act of the Society is not invalid merely because
- (a) fewer than the required number of directors have been designated, elected or appointed,
  - or
  - (b) the residency requirements for the directors have not been met.

### **Part 5 – Proceedings of Directors**

#### Directors' meetings

- 5.1. Any director may at any time convene a directors' meeting.

#### Meeting valid despite omission to give notice

- 5.2. The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at that meeting.

#### Conduct of meeting

- 5.3. The directors may regulate their meetings and proceedings as they think fit.

#### Quorum of directors

- 5.4. The directors may from time to time set the quorum necessary to conduct the business of the directors, and if not so set, the quorum is a majority of the directors.

#### How matters decided

- 5.5. Matters arising at a directors' meeting must be decided by majority vote, and, in the case of a tie vote, the chair does not have a casting or second vote.

#### Committees of directors

- 5.6 The directors may appoint one or more committees consisting of the directors that they consider appropriate and may delegate to a committee so appointed any of the directors' powers, except
- (a) the power to fill vacancies under Bylaw 4.4, and
  - (b) the power to appoint or remove senior managers.

#### Committee meetings

- 5.7. A committee of directors established under Bylaw 5.6 may regulate its meetings and proceedings as it thinks fit.

#### Obligations of committees

- 5.8. A committee of directors established under Bylaw 5.6, in the exercise of the powers delegated to it, must
- (a) conform to any rules imposed on the committee by the directors, and
  - (b) report every act or thing done in the exercise of those powers to the earliest directors' meeting held after the act or thing has been done.

### **Part 6 – Positions for Directors**

#### Election or appointment to positions

- 6.1. Pursuant to a resolution of the Directors, directors must be elected or appointed to the following positions:
- (a) president;
  - (b) vice-president;
  - (c) secretary;
  - (d) treasurer.

#### Director may hold more than one position

- 6.2. A director may hold more than one position described in Bylaw 6.1.

#### Appointment of directors at large

- 6.3. Directors who are elected or appointed to positions in addition to those referred to in Bylaw 6.1 are elected or appointed as directors at large.

#### Role of president

- 6.4. The president is the chair of the board of directors and is responsible for supervising the other directors in the execution of their duties.

#### Role of vice-president

- 6.5. The vice president is the vice chair of the board of directors and is responsible for carrying out the duties of the president if the president is absent or unable to act.

#### Role of secretary

- 6.6. The secretary is responsible for the following:
- (a) issuing notices of general meetings and directors' meetings;
  - (b) taking minutes of general meetings and directors' meetings;
  - (c) ensuring that the records of the Society are kept in accordance with the Act.

#### Absence of secretary from meeting

- 6.7 In the absence of the secretary from the meeting, the directors must appoint another person to act as a secretary at the meeting.

Role of treasurer

- 6.8. The treasurer is responsible for the following:
- (a) the keeping of accounting records in respect of all of the Society's transaction;
  - (b) the preparation of the Society's financial statements;
  - (c) the preparation of the Society's financial budget.

**Part 7 – Borrowing and Financial Limitations**

Borrowing

- 7.1. Except with the approval of a special resolution, the Society shall not borrow money, provide any form of financial guarantee, or mortgage, pledge or otherwise encumber any of its assets.